FEDERAL CITY PERFORMING ARTS ASSOCIATION
BOARD OF DIRECTORS MEETING
Wednesday, March 3, 1993
Home of David Streit, Takoma Park, MD

MINUTES

Directors:	Present:	Brayton, Dorr, Fiorito, Gibb, McClelland, Streit, Winter
	Absent:	Moore, Shaw, Ziskind, Wolfe (no proxies assigned), Madigan (proxy assigned to Brayton) Payich (proxy assigned to Dorr)
Guests:		Buhrman

This special meeting of the FCPAA Board of Directors was called to consider the topic of changes to the composition of the Board composition. A quorum of the Board being present, the meeting was called to order at 7:45 p.m.

Streit opened the meeting by reviewing the purpose as being to give another group an opportunity to serve. Streit has been impressed with the quality of the people who have come forward expressing interest in serving on the Board since informal discussion on the topic began in recent week. The task of this meeting was to work out the details.

Brayton cited the bylaws and noted that Board membership is currently restricted to voting members. However, the bylaws do discuss a category of "non-voting" membership.

Winter open the discussion by raising the question as to why go to the extra step of putting people on the board, when they could serve as committee members. McClelland responded that people who would run for a board are interested in policy decisions. He noted that such a change would add expertise not always present within the Board as it is currently constituted. Winter responded with a concern that to do so would make money the criterion for getting on the board. Fiorito added that he shares that concern, but recognizes that we don't have a vast reservoir of talent. McClelland, when questioned added that yes, being on the Board may involve being on or chairing a committee.

Gibb questioned as to whether the aim was to allow Capital Club members to run for the Board or in preserving certain seats for them. He added that his feeling was that we have them (Capital Club members) as a resource already, by not having them on the Board we may be denying ourselves resources that already exist. Fiorito asked whether they would do the same election process as do voting members do now. He suggested that we need to invite Capital Club

members into all aspects of the chorus. Winter expressed again his concern about making money a criterion.

Brayton noted that he is both a performing member and a Capital Club member. He noted that he was not sure that there were members fighting to get on the board. He expressed a preference for limiting Capital Club membership to three seats. Gibb shared that at his organization (Red Cross) board succession is a high priority. Buhrman raised the question as to which was more important, board membership vs. "worker bees". Dorr suggested another approach--appoint Capital Club members to vacancies. This would make the Board a modified self-perpetuating board.

Brayton noted that several options had developed in the conversation. Gibb shared that at his non-profit, they have a very diverse board--they are concerned about too narrow a focus. The FCPAA Board could suffer from that if composed of only singing/support members. McClelland added that he feels that the Board, as currently constituted, seems to get into a great deal of minutiae. Appointment of members might speak of a kind of elitism or favoritism. He spoke in favor of having the voting membership select the Capital Club members who would serve on the Board. They would have to "campaign" like the other Board members.

Brayton noted that we don't have a Board development committee. As designed, FCPAA, could serve as an umbrella organization. Our reality is that we really have a working board, not a policy board--but the potential is there.

Streit noted that his intention is that such a change would be a first step. He expressed a concern that the new Board must do long-range planning. GALA has resources to assist us in that project. The Board has to evolve--this would be a first step. He expressed his intention that when presented to the membership for ratification, the proposal must be in a "votable" form.

Gibb proposed, Brayton seconded the following motion:

> THAT THE BYLAWS OF THE FCPAA BE AMENDED TO ALLOW NON-VOTING CAPITAL CLUB MEMBERS TO RUN FOR UP TO THREE SEATS ON THE BOARD OF DIRECTORS

After some discussion on wording, the question was called and the motion passed with six affirmative votes and a negative votes recorded by Winter and Brayton.

It was agreed that the proposed change to the by-laws would be presented to the voting membership at a special meeting to be held on April 4, 1993, prior to the regular rehearsal. Dorr agreed to write a narrative, Brayton agreed to draft

the technical wording of the changes. The changes would be made available to the membership at rehearsal on March 14, 1993.

Motion to adjourn: Gibb, second: Brayton. Meeting adjourned at 9:45 p.m.

Submitted by: Richard A. Dorr, Secretary
Federal City Performing Arts Association
March 14, 1993

Next Meeting: Friday, March 19, 1993, 7:30 p.m.
Levine School of Music